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Co-Counsel to ARC Automotive, Inc.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, *et al.*, : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
:
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**NOTICE OF WITHDRAWAL OF RESPONSE TO
DEBTORS' THIRD OMNIBUS OBJECTION TO CERTAIN CLAIMS**

TO THE HONORABLE ROBERT D. DRAIN,
UNITED STATES BANKRUPTCY JUDGE:

ARC Automotive, Inc. (“ARC”), by and through its undersigned counsel, hereby withdraws its Response to Debtors’ Third Omnibus Objection to Certain Claims (Docket No. 5577) (the “Response”), as the parties have reached consensual agreement, and represents as follows:

1. ARC filed Claim #9151 in the total amount of \$1,073,139.28 (the “Proof of Claim”), representing the amounts due ARC for goods and royalties due under executory contracts with Delphi Automotive Systems LLC (“Delphi”).

2. On October 31, 2006, Delphi, objected to the Proof of Claim pursuant to Delphi’s (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors’ Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) Docket No. 5452) (the “Objection”).

3. The Hearing on the Objection has been adjourned from time to time.

4. After the Objection was filed, ARC and Delphi worked together to exchange information relating to the Proof of Claim in order to come to a consensual resolution as to the allowed amount of the Proof of Claim.

5. On November 9, 2007, Delphi filed a Notice of Presentment of Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim Number 9151.

6. The Joint Stipulation is scheduled to be presented to the Court on November 16, 2007.

7. ARC submits this notice of withdrawal of the Response pursuant to the terms of the Joint Stipulation, and without in any way waiving or limiting any rights ARC may have.

[continued on the following page]

8. ARC expressly reserves all of its rights relating to the Response if the Joint Stipulation and Agreed Order Compromising and Allowing Proof of Claim 9151 is not approved by the Bankruptcy Court.

Dated: New York, New York
November 15, 2007

HALPERIN BATTAGLIA RAICHT, LLP
Co-Counsel to ARC Automotive, Inc.

By: /s/ Christopher J. Battaglia
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